

Hearing Date: October 27, 2005 at 10:00 a.m.

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re :
: Chapter 11
DELPHI CORPORATION, *et al.* :
: Case No. 05-44481 (rdd)
Debtor. :
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**JOINDER OF XM SATELLITE RADIO INC. IN LIMITED OBJECTIONS
TO DIP FINANCING MOTION AND INTERIM DIP FINANCING
ORDER, AND REQUEST FOR ADEQUATE
PROTECTION FOR PRE-PETITION SETOFF RIGHTS**

XM Satellite Radio Inc. ("XM") hereby joins in the limited objections
filed by Robert Bosch Corporation and affiliates (Dkt. No. 428); Mercedes-Benz U.S.
International, Inc. (Dkt. No.435); Venture Plastics, Inc. (Dkt. No.436); Calsonic
Kansei North America, Inc. (Dkt. No. 442); DaimlerChrysler Motors Company (Dkt.
No. 450); Decatur Plastics Products, Inc. (Dkt. No. 451); Gibbs Die Casting
Corporation (Dkt. No. 455); Lorenston Manufacturing Company, Inc. (Dkt. No.458);
Autocam Corporation (Dkt. No. 459); Lorentson Manufacturing Company
Southwest, Inc. (Dkt. No. 461); and Freescale Semiconductor, Inc. (Dkt. No. 501)
and Flextronics International Asia-Pacific Ltd. and Flextronics Technology (M)
SDN-BHD (Dkt. No. 511) to the Debtors' Motion for Financing, dated October 8,

2005 and the Interim Order Under 11 U.S.C. §§105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(a), 364(e) and Fed. Bankr. P. 2002, 4001 and 9014 (I) Authorizing Debtors to Obtain Postpetition Financing, (II) to Utilize Cash Collateral, (III) Granting Adequate Protection to Prepetition Secured Parties and (IV) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c), dated October 12, 2005.

XM supports the Debtors' request for the financing and does not oppose the entry of a final order, but XM files this limited objection to the Motion and the Interim DIP Financing Order to request that the Court modify the proposed final order to expressly provide that the relief granted therein does not impair or subordinate any setoff rights that XM may have.

WHEREFORE, for the reasons set forth herein, XM respectfully requests that this Court modify the proposed final order with respect to the Debtors' financing motion to expressly provide that the relief granted therein does not impact or subordinate any setoff rights XM may have.

Dated: New York, New York
October 25, 2005

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